

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Captain D's Holdings, Inc.		12/27/2004	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Administrative Agent		
Street Address:	201 S. College Street		
Internal Address:	CP-8		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78604819	CAPTAIN'S JUMBO CHICKEN TENDERS	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		
Date:	06/21/2005		

OP \$40.00 78604819

900026867

TRADEMARK
REEL: 003108 FRAME: 0057

Total Attachments: 3

source=2NGSI-T 2nd Lien Captain D's#page1.tif

source=2NGSI-T 2nd Lien Captain D's#page2.tif

source=2NGSI-T 2nd Lien Captain D's#page3.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Second Lien Security Agreement dated as of December 27, 2004 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors"), Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), and Wachovia Bank, National Association, as Control Agent for the Administrative Agent (on behalf of the Lenders), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

See Schedule 1

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Second Lien Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CAPTAIN D'S HOLDINGS, INC.,
a Tennessee corporation

By: V. Michael Payne
Name: V. Michael Payne
Title: Vice President and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Louis Beasley
Name: Louis Beasley
Title: Director

Captain D's Holdings, Inc.
(Tennessee Corporation)

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
CAPTAIN'S JUMBO CHICKEN TENDERS	78604819	4/8/2005